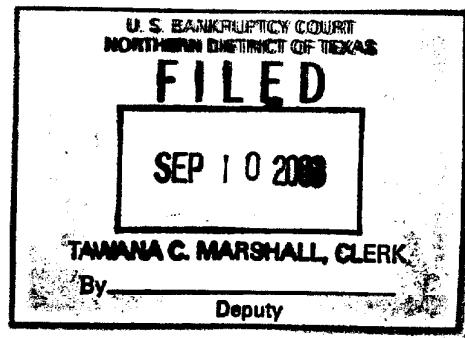


JOHN P. LEWIS, JR.
Texas State Bar No. 12294400
Suite 210, 1412 Main Street
Dallas, Texas 75202
Telephone: 214-742-5925
Facsimile: 214-742-5928

ATTORNEY FOR ART WILLIAMSBURG, INC.



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE:	}	
	}	
ART WILLIAMSBURG, INC.,	}	CASE NO. 03-43909-DRS-11
	}	(Eastern District of Texas, Sherman Division)
Debtor.	}	
<hr/>		
AMERICAN REALTY TRUST, INC.,	}	
ET AL.,	}	
	}	
Plaintiffs,	}	
	}	
V.	}	ADVERSARY NO. _____
	}	
SUNSET MANAGEMENT, L.L.C.,	}	
ET AL.,	}	
	}	
Defendants.	}	

NOTICE OF REMOVAL

NOW COMES ART WILLIAMSBURG, INC., one of the Plaintiffs and a Counterclaim Defendant in the referenced proceeding, by and through its undersigned Chapter 11 bankruptcy attorney, pursuant to 28 U.S.C. 1452 and Bankruptcy Rule 9027, and files this Notice of Removal and in support thereof would respectfully show as follows:

1. ART Williamsburg, Inc. ("Debtor"), voluntarily filed a petition in the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division, at Case No. 03-43909-DRS-

11 seeking relief under Chapter 11 of the United States Bankruptcy Code on or about August 22, 2003 (the “Petition Date”).

2. Prior to the Petition Date, Debtor and the other Plaintiffs had commenced an action against Defendants in the 192nd Judicial District Court of Dallas County, Texas, as Case No.02-09433-I, styled *American Realty Trust, Inc., ART Williamsburg, Inc., Basic Capital Management, Inc., and EQK Holdings, Inc., Plaintiffs, v Sunset Management, L.L.C. and LandAmerica Commonwealth Title of Dallas, Inc., d/b/a “Commonwealth Land Title Insurance Company”, Defendants*. Subsequent to the filing of the state court action, Triad Realty Services, Ltd., Regis Realty, Inc., Syntek West, Inc., and American Realty Investors, Inc. intervened in such action.

3. This removal is timely because it is made less than 90 days after the filing of Debtor’s Chapter 11 bankruptcy case, in accordance with Bankruptcy Rule 9027(a).

4. This Court has jurisdiction of this proceeding under 28 U.S.C. 1334 (b) because it arises in or is related to a case under Title 11.

5. This proceeding is a core proceeding under 28 U.S.C. 157(b)(2)(A), (B) and (O). To the extent any claim or cause of action asserted in the removed action is determined to be a non-core proceeding, Debtor consents to the entry of a final order or judgment by the Bankruptcy Judge.

6. A certified copy of the docket sheet in the state court case as of September 9, 2003, is attached hereto and incorporated herein as Exhibit A. Copies of the process and relevant pleadings filed in the state court case are being filed in the appendix filed herewith.

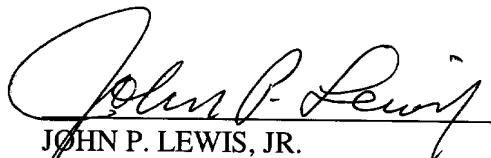
7. In the state court action, Plaintiffs, including Debtor, seek actual and exemplary damages, declaratory judgments, and injunctive relief against Defendants on account of Defendants’ wrongful and tortious conduct in connection with a lending transaction. Among the claims asserted

by Debtor in such state court action are claims for damages resulting from a *lis pendens* filed by Sunset Management, L.L.C. ("Sunset") against Debtor's real property in Williamsburg, Virginia. Sunset has asserted a counterclaim against Debtor alleging that Debtor is obligated and indebted to it for approximately \$19,000,000.00, which Debtor denies.

WHEREFORE, PREMISES CONSIDERED, Debtor respectfully requests the removal of the State Court Action to this Court, demands a jury trial of all of its claims against Defendants, and prays for such further and additional relief as to which it may show itself to be entitled.

Dated: September 10, 2003

Respectfully submitted,

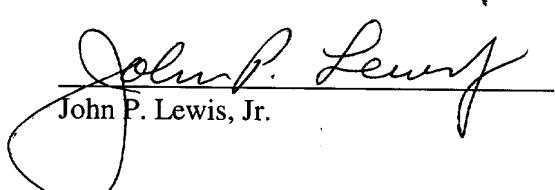


JOHN P. LEWIS, JR.
State Bar No. 12294400
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Dallas, Texas 75202
Telephone: (214) 742-5925
Facsimile: (214) 742-5928

ATTORNEY FOR DEBTOR/DEFENDANT,
ART WILLIAMSBURG, INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on September 10, 2003, he served a true and correct copy of the foregoing Notice of Removal upon counsel of record for each of the other parties by facsimile transmission and/or by First Class United States mail, correct postage prepaid.



John P. Lewis, Jr.

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.
AMERICAN REAL'TY INVESTORS	REDWINE J	10/03/02	02-09433-I
	16669900		
DEFENDANT NAME	DEFENDANT ATTORNEY	TYPE OF CASE	
SUNSET MANAGEMENT LLC	BECKHAM B	NOTE	
	02016500		
DISPOSITION	COST AGAINST	DATE	REFERENCE
	TRUST FUND BALANCE		STATUS
			ACTIVE

EXHIBIT A

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
10/03/02	STATE INDIGENCE		P	12			10.00
10/03/02	CONTINGENCY FUND		P	24			5.00
10/03/02	SECURITY FEE		P	26			5.00
10/03/02	RECORD MGT FEE		P	27			5.00
10/03/02	CLERKS FEE		P	31			45.00
10/03/02	COURT RPT SVC FEE		P	33			15.00
10/03/02	LAW LIBRARY FUND		P	36			15.00
10/03/02	APPELLATE FUND		P	52			5.00
10/03/02	STATE JUDICIAL FEE		P	53			40.00
10/03/02	MEDIATION FUND		P	55			10.00
10/03/02	FACILITY FEE		P	60			15.00
10/04/02	REDWINE LAW OFFICES	778	P	10		178.00	
10/04/02	CIT & COP MAIL ATTY		P	31			8.00
1/21/03	JOHN F REDWINE	15571	P	10		36.00	
1/21/03	AFFIDAVIT		P	31			
1/21/03	CERT/CONF		P	31			
1/21/03	1ST AMD PETITION		P	31			
1/21/03	AFFIDAVIT		P	31			
1/21/03	TRO BOND		P	31			4.00
1/21/03	CIT & COP ATTY		P	31			8.00

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
1/21/03	CIT & COP ATTY		P	31			8.00
1/21/03	NOT & COP ATTY		P	31			8.00
1/21/03	TRO & COP ATTY		P	31			8.00
1/21/03	O/SHOW CAUSE/TRO	299I194	P	31			
1/21/03	JOHN F REDWI00500000	15608	P	80			
1/27/03	RET TRO PPS		P	51	55.00		
1/27/03	RET NOT PPS		P	51	55.00		
1/27/03	RET CIT PPS		P	51	75.00		
1/27/03	RET CIT PAID		P	59	75.00-		
1/30/03	N/APPEARANCE		D	31			
1/31/03	FIGARI DAVENPORT &	17540	D	10		50.00	
1/31/03	STATE INDIGENCE		D	12			10.00
1/31/03	STATE INDIGENCE		D	12			10.00
1/31/03	AMENDED CERT SERVICE		P	31			
1/31/03	M/QUASH		P	31			
1/31/03	DEF ANS & CNTR CLAIM		D	31			15.00
1/31/03	X-CLAIM		D	31			15.00
2/05/03	M/EXPEDITE PROCEEDING		D	31			
2/05/03	AFFIDAVIT-4		D	31			
2/10/03	O/SCHEDULE	300I088	E	31			

PLAINTIFF NAME		PLAINTIFF ATTORNEY			FILE DATE		CASE NO.
AMERICAN REALTY INVESTORS		REDWINE J			10/03/02		02-09433-I
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
2/11/03	MITCHELL MADDEN	19274	P	10		135.00	
2/11/03	STATE INDIGENCE		P	12			10.00
2/11/03	INTERVENTION		P	31			15.00
2/12/03	ANS/PET/ANS/CCLAIM		D	31			
2/12/03	CIT & COP PCT 3		P	31			8.00
2/12/03	CIT & COP ATTY		P	31			8.00
2/17/03	STATE INDTIGENCE		D	12			10.00
2/17/03	STATE INDIGENCE		P	12			10.00
2/17/03	N/APPEAR/DSGN/CNSL		P	31			
2/17/03	M/DISQUALIFY		P	31			
2/17/03	M/STAY		P	31			
2/17/03	2ND M/QUSAH		P	31			
2/17/03	ANS/INTRVNTN-SUNSET		D	31			
2/17/03	JNDR/M/STAY		I	31			
2/17/03	M/DISQUALIFY		I	31			
2/17/03	INTERVENTION		D	31			15.00
2/18/03	*****SEE JKT#3*****		E	31			
2/19/03	RESP/M/EXPEDITE		P	31			
2/20/03	MITCHELL MADDEN	20506	D	10		25.00	
2/20/03	O/STIPULATION	300I286	P	31			

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
2/20/03	RET CIT PCT 3		P	43			55.00
2/21/03	M/QUASH		P	31			
2/24/03	RET SUBP PPS		P	51			
2/24/03	TENDER FEE		P	51	11.00		
2/24/03	TENDER FEE		P	59	11.00-		
2/28/03	O/MEDIATION	300I363	E	31			
3/07/03	M/WITHDRAW		D	31			
3/11/03	N/NONSUIT		I	31			
3/12/03	AMEND CERT CONFERENC		P	31			
3/14/03	M/ADMIT		D	31			
3/14/03	M/ADMISSION		D	31			
3/18/03	M/QUASH		P	31			
3/19/03	OPPOSI/PRO HAC VICE		P	31			
3/19/03	EXHIBITS		P	31			
3/19/03	O/PRO HAC VICE	301I102	D	31			
3/19/03	O/WD/SUBST/CNSL	301I104	D	31			
3/21/03	BELL NUNNALLY LLP	24871	D	10		50.00	
3/21/03	STATE INDIGENCE		D	12			20.00
3/21/03	CTR-CLAIM,CR-CLAIM		D	31			30.00
3/22/03	*****SEE JKT #4*****		E	31			

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
3/25/03	RESP/3RD M/QUASH		P	31			
3/25/03	REPLY/SUPRT/M/ADMIT		P	31			
3/31/03	RESP/PLEA INTEVENT		D	31			
3/31/03	O/SET ASIDE	301I258	P	31			
4/04/03	O/QUASH	301I327	P	31			
4/14/03	REDWINE LAW OFFICES	28429	P	10		30.00	
4/14/03	ENT JURY DEMAND	J18/456	P	31			
4/14/03	JURY DEMAND		P	34			30.00
5/02/03	M/PROTECTIVE ORDER		I	31			
5/05/03	EMERGENCY M/RELIEF		P	31			
5/06/03	M/COMPEL		P	31			
5/06/03	2ND AMEND PETITION		P	31			
5/06/03	M/CANCEL LIS PENDENS		P	31			
5/09/03	1ST AMND PLEA/INTERV		P	31			
5/09/03	RESP/OBJECT/AMND NOT		P	31			
5/14/03	AMND M/QUASH		I	31			
5/16/03	M/LEAVE		E	31			
6/02/03	N/APPEAR		D	31			
6/02/03	DESIGN LEAD COUNSEL		D	31			
6/06/03	M/WD/CNSL		D	31			

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
6/09/03	M/WD AND SUB CNSL		D	31			
6/20/03	O/WD/CNSL	303I364	D	31			
6/23/03	CERT DEPO-ROSSI A CA		D	31			
6/30/03	*****SEE JKT #5*****		D	31			
6/30/03	CERT DEPO-MARR SANDY		I	31			
7/02/03	AMD AGRD M/LEAVE		D	31			
7/08/03	1ST AMND M/DISQUALIF		D	31			
7/08/03	M/DISQUALIFY CNSL		D	31			
7/08/03	O/WD/CNSL	304I061	E	31			
7/11/03	M/DETERMINE DISQUAL		D	31			
7/14/03	M/PART SJ		D	31			
7/14/03	*****ACCORDIAN*****		D	31			
7/14/03	N/HEARING		D	31			
7/16/03	RESP/M/DISQUALIFY		D	31			
7/16/03	N/HEARING		D	31			
7/18/03	AFFIDAVIT		E	31			
7/22/03	RESP/M/POSTING		D	31			
7/23/03	JOINDER/M/DISQUALIFY		P	31			
7/23/03	3RD AMND PETITION		P	31			
7/24/03	DEBORAH BEATY	45006	D	10		25.00	

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
7/24/03	STATE INDIGENCE		D	12			10.00
7/24/03	2ND AMD M/DISQUALIFY		D	31			
7/24/03	ORIG ANS/CROSS CLM		D	31			15.00
7/24/03	O/NON SUIT	304I263	I	31			
7/24/03	O/DISQUALIFY	304I264	D	31			
7/29/03	RULE 11 AGRMNT		E	31			
7/30/03	EXH F/T 1 ENV		E	31			
8/04/03	M/PART SJ		D	31			
8/04/03	M/RECONSIDER		D	31			
8/04/03	N/HEARING		D	31			
8/04/03	N/HEARING		D	31			
8/04/03	CERT CONFERENCE		D	31			
8/05/03	N/PART NONSUIT		P	31			
8/06/03	*****SEE JKT 6*****		P	31			
8/12/03	O/PARTIAL DISM	305I195	P	31			
8/19/03	M/RECONSIDER		D	31			
8/21/03	O/POSTING	305I367	E	31			
8/22/03	TRIAL BRIEF		D	31			
8/22/03	3RD M/PART SJ		D	31			
8/22/03	N/FILING RULE 11		D	31			

PLAINTIFF NAME	PLAINTIFF ATTORNEY	FILE DATE	CASE NO.				
AMERICAN REALTY INVESTORS	REDWINE J	10/03/02	02-09433-I				
TRANS DT	TRANS DESCRIPTION	REFRNCE	P/D	CD	NON-FEE	DEPOSITS	CHARGES
8/22/03	N/HEARING			D	31		
8/22/03	O/RECONSIDER (DENY)	305I413		D	31		
8/25/03	REDWINE LAW OFFICE	50241	P	10		8.00	
8/25/03	4TH AMND PETITION			P	31		
8/25/03	CIT & COP ATTY			P	31		8.00
8/25/03	RET SUBP PPS			P	51		
8/25/03	TENDER FEE			P	51	10.00	
8/25/03	TENDER FEE			P	59	10.00-	
8/26/03	N/HEARING			D	31		
8/26/03	M/COMPEL			D	31		
8/26/03	M/S/J			D	31		
8/26/03	N/HEARING			D	31		
8/27/03	RESP/OBJ/N/DEPO			P	31		
8/28/03	RET CIT PPS			P	51		
8/28/03	RET CIT PAID			P	59		
9/02/03	1ST AMND M/COMPEL			D	31		
9/04/03	RESP/M/COMPEL/SANCTS			I	31		
9/04/03	ANS/C-CLAIM			D	31		
9/04/03	RESP/M/1ST AMD CMPL			I	31		
9/08/03	SUGG/BANKRUPTCY			E	31		

***** CASE TOTALS *****

TOTAL GROSS CASE COSTS	714.00	NON-FEE ACCTS.	110.00
		COUNTY DEPOSITS	537.00
		COUNTY CHARGES	508.00
		CASE BALANCE	29.00

¢CT10 3

SECONDARY PLAINTIFF AND DEFENDANTS MAY BE VIEWED BY PRESSING PA1 KEY

SECONDARY PLAINTIFF AND DEFENDANTS

7A DEF- SUNSET MANAGEMENT LLC	7B PLT- REGIS REALTY, INC
ATTY- DOUGLAS D. GERRARD	ATTY- MADDEN M
4000 S E AVE, #220	12789350
LAS VEGAS	NV 89119
7C PLT- TRIAD REALTY SERVICES INC	7D PLT- SYNTek WEST INC
ATTY- MADDEN M	ATTY- MADDEN M
12789350	12789350
7E PLT- AMERICAN REALTY INVESTORS	7F PLT- GENE E PHILLIPS
ATTY- MADDEN M	ATTY- SPARKS B
12789350	18874500
7G DEF- JOHN BALDWIN	
ATTY- BECKHAM B	
02016500	

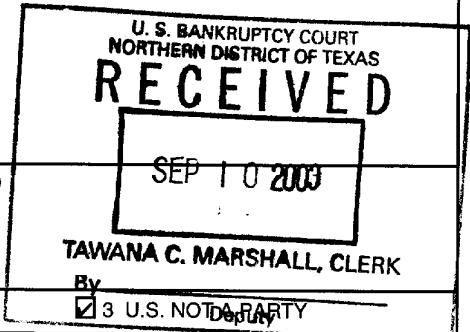
ADVERSARY PROCEEDING COVER SHEET
(Instructions on Reverse)ADVERSARY PROCEEDING NUMBER
(Court Use Only)

PLAINTIFFS

American Realty Trust, Inc.,
ART Williamsburg, Inc.,
Basic Capital Management, Inc., and
EQK Holdings, Inc.

DEFENDANTS

Sunset Management, L.L.C., and
Landamerica Commonwealth Title of Dallas, Inc.



ATTORNEYS (Firm Name, Address, and Telephone No.)
John P. Lewis, Jr. (Chapter 11 Counsel)
1412 Main Street, Suite 210
Dallas, TX 75202; 214-742-5925

ATTORNEYS (if Known)
See attached list

PARTY (Check one box only)

1 U.S. PLAINTIFF 2 U.S. DEFENDANT

3 U.S. NOT A PARTY

CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED)

Dispute as to amount of indebtedness and validity of liens. Debtor and the other Plaintiffs seek a declaratory judgment, injunctive relief, and compensatory and exemplary damages on account of Defendants' wrongful and tortious conduct in connection with a lending transaction and in refusing to release certain liens on property, including Sunset Management, L.L.C.'s wrongful filing of a lis pendens against Debtor's real property. Sunset Management, L.L.C. filed a counterclaim against Debtor to enforce its alleged claims against Debtor and to recover approximately \$19,000,000.

NATURE OF SUIT

(Check the one most appropriate box only.)

<input type="checkbox"/> 454 To Recover Money or Property	<input type="checkbox"/> 455 To revoke an order of confirmation	<input type="checkbox"/> 456 To obtain a declaratory judgment relating to any of foregoing causes of action
<input type="checkbox"/> 435 To Determine Validity, Priority, or Extent of a Lien or Other Interest in Property	<input type="checkbox"/> 426 To determine the dischargeability of a debt 11 U.S.C. § 523	<input checked="" type="checkbox"/> 459 To determine a claim or cause of action removed to a bankruptcy court
<input type="checkbox"/> 458 To obtain approval for the sale of both the interest of the estate and of a co-owner in property	<input type="checkbox"/> 434 To obtain an injunction or other equitable relief	<input type="checkbox"/> 498 Other (specify)
<input type="checkbox"/> 424 To object or to revoke a discharge 11 U.S.C. § 727	<input type="checkbox"/> 457 To subordinate any allowed claim or interest except where such subordination is provided in a plan	

ORIGIN OF PROCEEDINGS
(Check one box only.)

1 Original Proceeding

2 Removed Proceeding

4 Reinstated or Reopened

5 Transferred from Another Bankruptcy Court

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND
\$ Unliquidated

OTHER RELIEF SOUGHT
Injunction; Declaratory Judgment

JURY DEMAND
Check only if demanded in complaint

BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES

NAME OF DEBTOR
ART Williamsburg, Inc.

BANKRUPTCY CASE NO.
03-43909

DISTRICT IN WHICH CASE IS PENDING
Eastern District of Texas

DIVISIONAL OFFICE
Sherman Division

NAME OF JUDGE
Brenda Rhoads

RELATED ADVERSARY PROCEEDING (IF ANY)

PLAINTIFF

DEFENDANT

ADVERSARY PROCEEDING NO.

DISTRICT

DIVISIONAL OFFICE

NAME OF JUDGE

FILING FEE
(Check one box only.)

 FEE ATTACHED FEE NOT REQUIRED FEE IS DEFERRED

DATE
September 10, 2003

PRINT NAME
John P. Lewis, Jr.

SIGNATURE OF ATTORNEY (OR PLAINTIFF)

Attachment to Adversary Cover Sheet

Names; Addresses; Telephone Nos. for Plaintiff's/Intervenor's Counsel

Braden C. Sparks
8117 Preston Road
Suite 800
Dallas, Texas 75230

Mitchell Madden
1800 Valley View Lane
Suite 150
Dallas, Texas 75234
972-484-7780

John F. Redwine
1800 Valley View Lane
Suite 150
Dallas, Texas 75234
972-484-7782

Names; Addresses; Telephone Nos. for Defendants' Counsel

Blake L. Beckham
Beckham & Thomas, L.L.P.
3400 Carlisle, Suite 550
Dallas, Texas 75204
214-965-9300

Attorneys for Sunset Management, L.L.C.

Mark T. Davenport
Figari, Davenport & Graves
3400 Bank of America Plaza
901 Main Street
Dallas, Texas 75202

Attorneys for Landamerica Commonwealth Title of Dallas, Inc.